

RECORDATION NO.

25625-C
FILED

JUL 02 '10 -8 30 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

July 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of July 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 25625.

The name and address of the party to the enclosed document are:

Lessor: Compass Rail VIII Corporation (as successor
to Compass Rail V Corporation)
750 Battery Street, Suite 430
San Francisco, CA 94111

Lessee: Colorado & Wyoming Railway Company
2100 S. Freeway
Pueblo, CO 81002

Section Chief
July 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

17 flatcars within the series CW 1020 - CW 2060 (formerly RAIX 102 - RAIX 206) as more particularly set forth in the attachment to the document.

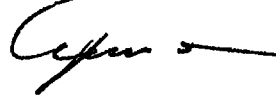
A short summary of the document to appear in the index is.

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 02 '10 -8 30 PM

MEMORANDUM OF TERMINATION OF LEASE

As of July 1, 2010

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain RAILCAR LEASE AGREEMENT dated as of March 1, 2005 (the "Lease") by and between COMPASS RAIL VIII CORPORATION (as successor to Compass Rail V Corporation), with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and COLORADO & WYOMING RAILWAY COMPANY, with offices at 2100 S. Freeway, Pueblo, CO 81002 ("Lessee").

Pursuant to the Lease, Lessor has leased to Lessee the seventeen (17) flatcars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the Registrar General of Canada and the Surface Transportation Board ("STB") and assigned Recordation Nos. 25625, 25625-A and 25625-B.

This Memorandum of Termination of Lease is executed for the purpose of releasing any and all railcars from the Lease and any amendments thereto and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Termination of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

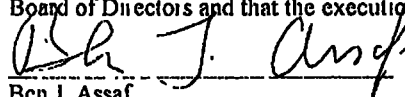
Compass Rail VIII Corporation



By: Ben J. Assaf

Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail VIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company


Ben J. Assaf

SCHEDULE 1: RAILCARS

Seventeen (17) Cars (listed below) from that certain group of 100 ton, 85' flatcars built by Berwick Forge Manufacturing in 1977 categorized as AAR Car Type Code L008 (the "Cars").

	<u>Former Marks</u>	<u>New Mark Designation</u>	<u>New Mark Number</u>
1	RAIX 102	CW	1020
2	RAIX 104	CW	1040
3	RAIX 136	CW	1360
4	RAIX 158	CW	1580
5	RAIX 161	CW	1610
6	RAIX 165	CW	1650
7	RAIX 170	CW	1700
8	RAIX 172	CW	1720
9	RAIX 176	CW	1760
10	RAIX 179	CW	1790
11	RAIX 180	CW	1800
12	RAIX 182	CW	1820
13	RAIX 183	CW	1830
14	RAIX 190	CW	1900
15	RAIX 193	CW	1930
16	RAIX 200	CW	2000
17	RAIX 206	CW	2060

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/2/10



Robert W. Alvord